

(Translation)

STC-CS-2565-13

February 24, 2022

Subject : Schedule of 2022 Annual General Meeting of Shareholders, Dividend Payment and Amendment of the Articles of Association

To : The President
The Stock Exchange of Thailand

Samart Telcoms Public Company Limited (“the Company”) would like to report the resolution of the Board of Directors’ Meeting No. 1/2022 held on February 24, 2022 as follows:

1. The Company will hold the 2022 Annual General Meeting of Shareholder on Friday of April 22, 2022 at 1.00 pm. The meeting will be held at Meeting Room 16th Floor, Software Park Building, 99/20 Moo 4, Chaengwattana Road., Klong Kluea, Pak Kret, Nonthaburi 11120 with the following agenda:

1) To consider and approve the Minutes of the 2021 Annual General Meeting of Shareholders.

The Board’s Opinion The Board of Directors considered and agreed that the minute is correct and the shareholders should certify such minute.

2) To acknowledge the Company’s operating results and Annual Report for the year 2021.

The Board’s Opinion The Board of Directors considered and agreed that the Shareholders should acknowledge the Company’s operating results and Annual Report for the year 2021.

3) To consider and approve the Company’s financial statement for the year ended December 31, 2021.

The Board’s Opinion The Board of Directors considered and agreed that the Shareholders should approve the Company’s financial statements for the year ended December 31, 2021, which have been audited by the auditor and reviewed by the Audit Committee.

4) To consider and approve the appropriation of legal reserve and dividend payment for 2021.

The Board’s Opinion The legal reserve of the Company has been provided up to 10% of the registered capital since in 2011, thus, no need to provide any additional reserve.

The Shareholders should approve the dividend payment for fiscal year 2021 at Baht 0.05 per share from the Company’s net profit to the eligible shareholders for dividend payment on March 16, 2022 (Record date) and the proposed payment date will be on May 12, 2022. However, The right to receive dividend payment is uncertain until it is approved by the 2022 Annual General Meeting of Shareholders.

5) To consider and approve the appointment of Company's directors to replace of those who will retire by rotation.

The Board's Opinion

The Board of Directors, without members who have conflict of interest in this agenda, to be in line with the Nominating & Compensation Committee has agreed that such 3 directors, the Company's Directors have qualifications which comply to Public Company Act B.E. 2535, regulations of the Stock Exchange of Thailand (SET), and Securities and Exchange Commission (SEC) with knowledge, ability and experience as well as good understanding in Company's business with a satisfaction of outcome throughout the term. Therefore, the shareholders should approve the re-appointment of directors as the Company's Directors for another term as follows:

1. Mr. Sirichai Rasameechan Independent Director
2. Mr. Charoenrath Vilailuck Executive Director
3. Mr. Thananan Vilailuck Executive Director

6) To consider and approve the remuneration of the Board of Directors and the Committees' members for 2022.

The Board's Opinion

The Board of Directors to be in line with the Nominating & Compensation Committee has agreed that the shareholders should approve the remuneration for the Board of Directors and the Committees' members for 2022 of which comprise meeting allowance and annual performance bonus without other benefits to be the same as previous years at the amount of not exceed Baht 6.5 million. Details of meeting allowance are as follows:

1. Board of Directors
 - Chairman Baht 30,000 per meeting
 - Director Baht 15,000 per meeting
2. Audit Committee
 - Chairman Baht 30,000 per meeting
 - Director Baht 15,000 per meeting
3. Corporate Governance Committee
 - Chairman Baht 20,000 per meeting
 - Director Baht 15,000 per meeting
4. Nominating & Compensation Committee
 - Chairman Baht 20,000 per meeting
 - Director Baht 15,000 per meeting

Meeting allowance shall not be paid to the Executive Committee, Risk Management Committee and Sustainable Development Committee because all members of such Committees are the executives who already have remuneration as the Company's executives.

7) To consider and approve the appointment of Company's auditor and fix their remuneration for 2022.

The Board's Opinion

The Board of Directors to be in line with the Audit Committee has agreed that the shareholders should approve the appointment of the Company's auditor from EY Office Limited to be the Company's auditor for 2022. The auditors for consideration will comprise of

- | | |
|-----------------------------------|----------------------|
| 1. Miss Siriwan Suratepin | CPA No. 4604, and/or |
| 2. Mrs. Sarinda Hirunprasurtwutti | CPA No. 4799, and/or |
| 3. Miss Kamontip Lertwitworatep | CPA No. 4377 |

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

In addition, the Shareholders should approve the audit fee for 2022 at the same amount as previous year of Baht 2,800,000. (excluding any miscellaneous expenses such as traveling and photo copy expenses etc.) If there is a substantial increase in business activities of the Company in the year, then the audit fee may be reviewed.

8) To consider and approve the amendment of Articles of Association

The Board's Opinion

The Board of Directors considered and agreed that the Shareholders should approve the amendment of an Article 4, 5 and 7 of the Company's Articles of Association, Chapter 2 re Shares Issuance. In order to comply with the Regulations of the Stock Exchange of Thailand: "Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558", as well as to correct the content to be completely aligned the details of which are as follows:

Association of the Company (Present)	Association of the Company (Propose to revise)
<p><u>Clause 4.</u> The shares of the Company are ordinary shares at par value of Baht 1 (One Baht) each and shall be paid in full value. The Company may issue preference shares, debentures may be converted to ordinary shares and other securities according with the laws governing securities and the SET.</p> <p>In paying for shares, the subscriber or purchase may not set off against the company as to payments on shares.</p>	<p><u>Clause 4.</u> The shares of the Company are ordinary shares at par value of Baht 1 (One Bath) each and shall be fully paid up and specified the holder's name.</p> <p>All shares shall be registered in the name of the shareholders in accordance with the share register.</p>
<p><u>Clause 5.</u> The Company's shares certificates register in name of the shareholder only and must be the signature of at least on director of the company. The Director may assign the Company's share registrar ("Registrar") under the laws governing the Securities and Stock Exchange of Thailand ("SET") to sign or print his/her name on the share certificates on its behalf.</p> <p>In case the Company assign to Thailand Securities Depository Co., Ltd. (TSD) as its registrar and the regulations relating to share register shall be in accordance with the regulations prescribed by the Registrar.</p>	<p><u>Clause 5.</u> The Company's share certificates shall contain the following particulars:</p> <ul style="list-style-type: none"> a) The Company's name. b) The Company's registration number and the registration date. c) Type, value and number of shares and share certificate numbers. d) Name of the holder. e) The signature of at least one director of the Company. The Director may assign the Company's share registrar ("Registrar") under the law governing the Securities and Stock Exchange of Thailand (the "SET") to sign or print his/her name on the share certificates on its behalf. f) Date, month and year of the issue.

Association of the Company (Present)	Association of the Company (Propose to revise)
	The Company shall assign the Thailand Securities Depository Company Limited as its registrar and the regulation relating to share register shall be in accordance with the regulations prescribed by the Registrar.
<p><u>Clause 7.</u> If a share certificate is damaged or defaced in essence, it may be replaced upon request of the shareholder with a new share certificate in substitution of the one.</p> <p>In case damaged or defaced, provided that the shareholder return to the Company the damaged or defaced certificates. If a share certificate is lost or destroyed, the Company shall issue a new certificate to the shareholder within fourteen (14) days from the date of receipt of the application that the shareholders present to the Company an evidence of lodging a complaint with the policy officer or any other evidence.</p>	<p><u>Clause 7.</u> If a share certificate is damaged or defaced in essence, it may be replaced upon request of the shareholder with a new share certificate in substitution of the one so damaged or defaced, provided that the shareholder return to the Company the damaged or defaced certificates. If a share certificate is lost or destroyed, the Company shall issue a new certificate to the shareholder within the time prescribed by law provided that the shareholder present to the Company an evidence of lodging a complaint with the policy officer or any other evidence.</p>

Furthermore, the Executive Board or the Executive Chairman or the President or the person delegated by the Executive Board or the Executive Chairman or the President shall be authorized to register the amendment of the Articles of Association at the Department of Business Development, Ministry of Commerce, and to take all other necessary actions in accordance with the order of the registrar in order to complete the registration.

9) Other Matters (If any)

2. To set a name list of the shareholders eligible to attend the 2022 AGM and eligible to receive dividend payments on 16 March 2022 (Record Date) as the right to receive dividend has not been finalized yet based on the approval from the 2022 AGM.

3. To authorize Chief Executive Officer and/or President, as a designated person to change date, time, and venue of the 2022 AGM and/or meeting arrangement as it may see fit to comply with Covid-19 prevention measures in emergency situation.

In addition, the Company allowed the Company's shareholders to propose matter(s) to the Board of Directors for consideration as agenda of the shareholders' meeting. Allowing period was from September 30, 2021 to January 31, 2022. However, there was not any proposal from the shareholders to be added in the agenda of the upcoming AGM 2022.

Please be informed accordingly.

Yours faithfully,

-Signature-

(Mr.Jong Diloksombat)
President